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Form 990

Return of Organization Exempt From Income Tax

2009

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

► The organization may have to use a copy of this return to satisfy state reporting requirements

A For the 2009 calendar year, or tax year beginning 01-01-2009 and ending 12-31-2009

B Check if applicable	C Name of organization Delta Dental of Pennsylvania		D Employer identification number 23-1667011
<input type="checkbox"/> Address change	Doing Business As		E Telephone number (717) 766-8500
<input type="checkbox"/> Name change	Number and street (or P O box if mail is not delivered to street address) One Delta Drive		G Gross receipts \$ 481,522,226
<input type="checkbox"/> Initial return	Room/suite		
<input type="checkbox"/> Terminated	City or town, state or country, and ZIP + 4		
<input type="checkbox"/> Amended return	Mechanicsburg, PA 17055		
<input type="checkbox"/> Application pending	F Name and address of principal officer		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

I Tax-exempt status 501(c) (4) ► (insert no) 4947(a)(1) or 527

J Website: ► www.deltadentalins.com

K Form of organization Corporation Trust Association Other ► L Year of formation 1964 M State of legal domicile PA

Part I Summary

1 Briefly describe the organization's mission or most significant activities TO ADVANCE DENTAL HEALTH AND ACCESS THROUGH EXCEPTIONAL DENTAL BENEFITS, SERVICE, TECHNOLOGY, AND PROFESSIONAL SUPPORT	
2 Check this box ► if the organization discontinued its operations or disposed of more than 25% of its net assets	
3 Number of voting members of the governing body (Part VI, line 1a)	3 19
4 Number of independent voting members of the governing body (Part VI, line 1b)	4 11
5 Total number of employees (Part V, line 2a)	5 895
6 Total number of volunteers (estimate if necessary)	6
7a Total gross unrelated business revenue from Part VIII, column (C), line 12	7a 0
b Net unrelated business taxable income from Form 990-T, line 34	7b

8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
9 Program service revenue (Part VIII, line 2g)		0
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	459,852,837	474,451,482
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-660,304	1,137,040
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	459,192,533	475,588,522

13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	290,893	253,927
14 Benefits paid to or for members (Part IX, column (A), line 4)	411,504,487	427,494,593
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	26,232,118	24,901,142
16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0
b Total fundraising expenses (Part IX, column (D), line 25) ► 0		
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	16,631,895	15,610,387
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	454,659,393	468,260,049
19 Revenue less expenses Subtract line 18 from line 12	4,533,140	7,328,473

20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
21 Total liabilities (Part X, line 26)	90,313,057	96,587,140
22 Net assets or fund balances Subtract line 21 from line 20	53,830,406	51,123,695
	36,482,651	45,463,445

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge		
***** Signature of officer JEANNE FOSTER V P , FINANCE Type or print name and title	2010-11-15 Date	

Preparer's signature ►	Date	Check if self-employed ► <input type="checkbox"/>	Preparer's identifying number (see instructions)
Firm's name (or yours if self-employed), address, and ZIP + 4 ► CBIZ MHM LLC 3625 Cumberland Blvd SE Suite 800 Atlanta, GA 30339			EIN ►
			Phone no ► (770) 858-4500

May the IRS discuss this return with the preparer shown above? (see instructions) Yes No

Part III Statement of Program Service Accomplishments

1 Briefly describe the organization's mission

TO ADVANCE DENTAL HEALTH AND ACCESS THROUGH EXCEPTIONAL DENTAL BENEFITS, SERVICE, TECHNOLOGY, AND PROFESSIONAL SUPPORT

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No
If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No
If "Yes," describe these changes on Schedule O

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses
Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code) (Expenses \$ 462,673,786 including grants of \$) (Revenue \$ 474,451,482

The organization provided dental benefit coverage for 1,749,092 beneficiaries in 2009 primarily through contracts with independent dentists serving 3,289 purchasing groups. The organization paid more than \$427,494,593 for dental care during 2009.

4b (Code) (Expenses \$ 253,927 including grants of \$ 253,927) (Revenue \$

The organization made grants during 2009 to foster improved access to dental health care treatment, to support professional dental education, and to provide oral health instruction for patients

4c (Code) (Expenses \$ including grants of \$) (Revenue \$)

4d Other program services (Describe in Schedule O)

(Expenses \$ **including grants of \$**) (Revenue \$

4e Total program service expenses **\$ 462,927,713**

Part IV Checklist of Required Schedules

1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A

2 Is the organization required to complete Schedule B, Schedule of Contributors?

3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I

4 **Section 501(c)(3) organizations.** Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II

5 **Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations.** Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? If "Yes," complete Schedule C, Part III

6 Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I

7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? If "Yes," complete Schedule D, Part II

8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III

9 Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV

10 Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? If "Yes," complete Schedule D, Part V

11 Is the organization's answer to any of the following questions "Yes"? If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.

- Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI.
- Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII.
- Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII.
- Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX.
- Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X.
- Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48? If "Yes," complete Schedule D, Part X.

12 Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII

12a Was the organization included in consolidated, independent audited financial statements for the tax year? Yes No

If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional

12a Yes

13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E

14a Did the organization maintain an office, employees, or agents outside of the United States?

b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? If "Yes," complete Schedule F, Part I

15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the U.S.? If "Yes," complete Schedule F, Part II

16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the U.S.? If "Yes," complete Schedule F, Part III

17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I

18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II

19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III

20 Did the organization operate one or more hospitals? If "Yes," complete Schedule H

	Yes	No
1		No
2		No
3		No
4		
5		No
6		No
7		No
8		No
9		No
10		No
11	Yes	
12	Yes	
13		No
14a		No
14b		No
15		No
16		No
17		No
18		No
19		No
20		No

Part IV Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	21	Yes	
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22		No
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to line 25	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	25b		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? If "Yes," complete Schedule L, Part III	27		No
28	Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)	28a	Yes	
a	A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b		No
b	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28c	Yes	
c	An entity of which a current or former officer, director, trustee, or key employee of the organization (or a family member) was an officer, director, trustee, or owner? If "Yes," complete Schedule L, Part IV	29		No
30	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? If "Yes," complete Schedule R, Part I	33	Yes	
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1	34	Yes	
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	35	Yes	
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	36		
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	38	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096, <i>Annual Summary and Transmittal of U.S. Information Returns</i> . Enter -0- if not applicable	1a 49,962	
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b 0	
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	Yes	
2a	Enter the number of employees reported on Form W-3, <i>Transmittal of Wage and Tax Statements</i> filed for the calendar year ending with or within the year covered by this return	2a 895	
2b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note: If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return (see instructions)	Yes	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?		No
3b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		
4b	If "Yes," enter the name of the foreign country BB See the instructions for exceptions and filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	Yes	No
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	Yes	No
5c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?		No
6b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
7a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		
7b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
7c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		
7d	If "Yes," indicate the number of Forms 8282 filed during the year		
7e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		
7f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		
7g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?		
7h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
9	Sponsoring organizations maintaining donor advised funds.		
9a	Did the organization make any taxable distributions under section 4966?		
9b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter		
10a	Initiation fees and capital contributions included on Part VIII, line 12		
10b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
11	Section 501(c)(12) organizations. Enter		
11a	Gross income from members or shareholders		
11b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	Yes	
12b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year		

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body . . .	1a	19
b	Enter the number of voting members that are independent . . .	1b	11
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3	No
4	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?	4	No
5	Did the organization become aware during the year of a material diversion of the organization's assets?	5	No
6	Does the organization have members or stockholders?	6	Yes
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a	Yes
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	7b	Yes
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
a	The governing body?	8a	Yes
b	Each committee with authority to act on behalf of the governing body?	8b	Yes
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9	No

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
10a	Does the organization have local chapters, branches, or affiliates?	10a	No
b	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	10b	
11	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	11	No
11a	Describe in Schedule O the process, if any, used by the organization to review the Form 990		
12a	Does the organization have a written conflict of interest policy? If "No," go to line 13	12a	Yes
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes
c	Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	12c	Yes
13	Does the organization have a written whistleblower policy?	13	Yes
14	Does the organization have a written document retention and destruction policy?	14	No
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a	The organization's CEO, Executive Director, or top management official	15a	Yes
b	Other officers or key employees of the organization	15b	Yes
	If "Yes" to line a or b, describe the process in Schedule O (See instructions)		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	No
b	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	16b	

Section C. Disclosure

17 List the States with which a copy of this Form 990 is required to be filed ►

18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c) (3)s only) available for public inspection. Indicate how you make these available. Check all that apply
 Own website Another's website Upon request

19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public. See Additional Data Table

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ►
 JEANNE FOSTER VP FINANCE
 ONE DELTA DRIVE
 Mechanicsburg, PA 17055
 (717) 766-8500

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year. Use Schedule J-2 if additional space is needed.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and **current** key employees Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's **current** key employees See instructions for definition of "key employee "
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order: individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons.

Check this box if the organization did not compensate any current or former officer, director, trustee or key employee.

1b Total	3,568,221	3,487,724	6,462,110
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2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization **►30**

	Yes	No
3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual	3	No
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual	4	Yes
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? If "Yes," complete Schedule J for such person	5	No

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization

(A) Name and business address	(B) Description of services	(C) Compensation
Apple One Employment Services PO Box GLENDALE, CA 91209	Temporary employees	147,212
Nauman Smith Shissler Hall 200 North Third Street HARRISBURG, PA 17108	Legal	409,021
Armanino McKenna LLP 12667 Alcosta Blvd Suite 580 SAN RAMON, CA 94583	Auditing	380,945
Aerotech Professional Services 3689 Collection Center Drive CHICAGO, IL 60693	Temp Employees	504,099
JFC Temps Inc 1520 Market Street CAMP HILL, PA 170010869	Temp Employees	110,719
2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization ►5		

Part VIII Statement of Revenue

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1a Federated campaigns	1a			
	b Membership dues	1b			
	c Fundraising events	1c			
	d Related organizations	1d			
	e Government grants (contributions)	1e			
	f All other contributions, gifts, grants, and similar amounts not included above	1f			
	g Noncash contributions included in lines 1a-1f \$ _____				
	h Total. Add lines 1a-1f ►		0		
Program Service Revenue	2a DIRECT PREMIUMS	Business Code			
	b		474,451,482	474,451,482	
	c				
	d				
	e				
	f All other program service revenue				
	g Total. Add lines 2a-2f ►		474,451,482		
	3 Investment income (including dividends, interest and other similar amounts) ►		1,171,340	1,171,340	
4 Income from investment of tax-exempt bond proceeds . . . ►		0			
5 Royalties ►		0			
6a Gross Rents	(i) Real	(ii) Personal			
b Less rental expenses					
c Rental income or (loss)					
d Net rental income or (loss) ►					
7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
b Less cost or other basis and sales expenses	5,899,404				
c Gain or (loss)	5,933,704				
d Net gain or (loss) ►	-34,300		-34,300	-34,300	
8a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a				
b Less direct expenses b					
c Net income or (loss) from fundraising events ►		0			
9a Gross income from gaming activities See Part IV, line 19	a				
b Less direct expenses b					
c Net income or (loss) from gaming activities ►		0			
10a Gross sales of inventory, less returns and allowances	a				
b Less cost of goods sold b					
c Net income or (loss) from sales of inventory ►		0			
Miscellaneous Revenue	Business Code				
11a					
b					
c					
d All other revenue					
e Total. Add lines 11a-11d ►		0			
12 Total revenue. See Instructions ►		475,588,522	475,588,522		

Part IX Statement of Functional Expenses**Section 501(c)(3) and 501(c)(4) organizations must complete all columns.****All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).**

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U S See Part IV, line 21	253,927	253,927		
2 Grants and other assistance to individuals in the U S See Part IV, line 22	0			
3 Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16	0			
4 Benefits paid to or for members	427,494,593	427,494,593		
5 Compensation of current officers, directors, trustees, and key employees	2,042,385		2,042,385	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7 Other salaries and wages	15,835,237	14,755,274	1,079,963	
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	1,189,928	1,108,775	81,153	
9 Other employee benefits	4,495,080	4,188,516	306,564	
10 Payroll taxes	1,338,512	1,247,225	91,287	
11 Fees for services (non-employees)				
a Management	0			
b Legal	569,463		569,463	
c Accounting	406,917		406,917	
d Lobbying	0			
e Professional fundraising See Part IV, line 17	0			
f Investment management fees	0			
g Other	225,106		225,106	
12 Advertising and promotion	144,434	134,584	9,850	
13 Office expenses	3,174,239	2,957,756	216,483	
14 Information technology	2,109,495	1,965,627	143,868	
15 Royalties	0			
16 Occupancy	985,697	918,472	67,225	
17 Travel	583,048	543,284	39,764	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	19,889	18,533	1,356	
20 Interest	142,771	142,771		
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	500,987	466,820	34,167	
23 Insurance	0			
24 Other expenses Itemize expenses not covered above (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below)				
a COMMISSIONS	6,502,228	6,502,228		
b OTHER EXPENSES	246,113	229,328	16,785	
c				
d				
e				
f All other expenses				
25 Total functional expenses. Add lines 1 through 24f	468,260,049	462,927,713	5,332,336	0
26 Joint costs. Check here <input checked="" type="checkbox"/> if following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A) Beginning of year	(B) End of year
Assets	1 Cash—non-interest-bearing	1	
	2 Savings and temporary cash investments	2	-1,725,574
	3 Pledges and grants receivable, net	3	
	4 Accounts receivable, net	4	35,807,043
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L	5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L	6	
	7 Notes and loans receivable, net	7	3,360,000
	8 Inventories for sale or use	8	
	9 Prepaid expenses and deferred charges	9	1,149,117
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a	32,987,648
	b Less accumulated depreciation	10b	18,616,056
		10c	14,371,592
	11 Investments—publicly traded securities	11	31,238,762
	12 Investments—other securities See Part IV, line 11	12	12,032,270
	13 Investments—program-related See Part IV, line 11	13	
	14 Intangible assets	14	
	15 Other assets See Part IV, line 11	15	353,930
	16 Total assets. Add lines 1 through 15 (must equal line 34)	16	96,587,140
Liabilities	17 Accounts payable and accrued expenses	17	40,345,419
	18 Grants payable	18	
	19 Deferred revenue	19	3,311,991
	20 Tax-exempt bond liabilities	20	
	21 Escrow or custodial account liability Complete Part IV of Schedule D	21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L	22	
	23 Secured mortgages and notes payable to unrelated third parties	23	
	24 Unsecured notes and loans payable to unrelated third parties	24	3,000,000
	25 Other liabilities Complete Part X of Schedule D	25	4,466,285
	26 Total liabilities. Add lines 17 through 25	26	51,123,695
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.		
	27 Unrestricted net assets	27	
	28 Temporarily restricted net assets	28	
	29 Permanently restricted net assets	29	
	Organizations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 30 through 34.		
	30 Capital stock or trust principal, or current funds	30	
	31 Paid-in or capital surplus, or land, building or equipment fund	31	
	32 Retained earnings, endowment, accumulated income, or other funds	32	45,463,445
	33 Total net assets or fund balances	33	45,463,445
	34 Total liabilities and net assets/fund balances	34	96,587,140

Part XI Financial Statements and Reporting

1 Accounting method used to prepare the Form 990 Cash Accrual Other _____
 If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O

2a Were the organization's financial statements compiled or reviewed by an independent accountant?

b Were the organization's financial statements audited by an independent accountant?

c If "Yes," to 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?
 If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O

d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both
 Separate basis Consolidated basis Both consolidated and separated basis

3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?

b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

	Yes	No
2a		No
2b	Yes	
2c	Yes	
3a		No
3b		

Additional Data

Software ID:
Software Version:
EIN: 23-1667011
Name: Delta Dental of Pennsylvania

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)					(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee			
Joseph P Beck Jr Director	1 0	X					4,603		0
Richard W Bloomingdale Director	1 0	X					1,200		0
Eugene F Carter Jr Director	1 0	X					4,603		0
Donald R Gordon DDS Vice Chairman	1 0	X					2,203		0
James D Isett DMD Director	1 0	X					0		0
Michael R Kahn DMD Director	1 0	X					1,634		0
Kenneth G Miller DDS Director	1 0	X					1,200		0
Gregory W Pyle DMD Director	1 0	X					1,200		0
Dallas J Rearic Director	1 0	X					1,200		0
John H Rhodes Chairman	1 0	X					28,755		0
S Kathleen Shivery Director	1 0	X					1,200		0
Matthew E Simmons DDS Director	1 0	X					1,603		0
James A Smeltzer CPA Treasurer	1 0	X					4,603		0
Edward L Woehling DDS Secretary	1 0	X					1,200		0
Michael B Loughran Director	1 0	X					1,200		0
Eric N Hodges DMD Director	1 0	X					0		0
Patricia A McVicker Director	1 0	X					0		0
Louis J Gregorio Director	1 0	X					0		0
William A DelVecchio DMD Director	1 0	X					600		0
Gary D Radine President	60 0		X				0	1,442,708	2,382,491
Anthony S Barth Sr Vice President	50 0		X				0	765,404	2,388,089
Roy M Hilliard Sr Vice President, Marketing	50 0		X				665,500		39,430
Renee A Fisher Sr VP, Claims Administration	50 0		X				472,987	0	39,740
Philip N Engle Sr VP, Information Systems	50 0		X				220,201		37,389
Michael J Castro Chief Financial Officer	50 0		X				0	546,135	984,993

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)					(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Office	Key employee	Highest compensated employee			
Jeanne M Foster Vice President, Finance	50 0			X			238,021	0	40,252
Cheryl A Lerner DMD VP, Professional Relations	50 0			X			181,997	0	32,745
Richard C Graybill VP, Underwriting and Actuarial	50 0			X			203,078	0	26,736
Charles Lamont Esq Compliance Officer	50 0			X			0	376,785	195,374
Karen L Robinson Assistant Secretary	50 0			X			82,122		15,391
Whitney H Sherbocker Assistant Secretary	50 0			X			142,231		30,076
Alicia F Weber Group VP/Controller	50 0			X			0	356,692	63,504
Robert D Coover Director, Sales	50 0				X		270,241		40,053
William G Reck Sales Account Executive	50 0				X		252,131	0	32,288
Alvin E Sheets Sales Account Executive	50 0				X		252,418		32,021
Richard Schon Director, Sales	50 0				X		275,128	0	40,738
Christopher Davis Sales Account Executive	50 0				X		255,162	0	40,800

2009

Open to Public
Inspection**SCHEDULE D**
(Form 990)**Supplemental Financial Statements**

► Complete if the organization answered "Yes," to Form 990,
Part IV, line 6, 7, 8, 9, 10, 11, or 12.
► Attach to Form 990. ► See separate instructions.

Department of the Treasury
Internal Revenue Service**Name of the organization**
Delta Dental of Pennsylvania**Employer identification number**

23-1667011

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? Yes No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? Yes No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply)

Preservation of land for public use (e.g., recreation or pleasure) Preservation of an historically importantly land area

Protection of natural habitat Preservation of a certified historic structure

Preservation of open space

2 Complete lines 2a-2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	Held at the End of the Year
2a	
2b	
2c	
2d	

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ► _____

4 Number of states where property subject to conservation easement is located ► _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? Yes No

6 Staff and volunteer hours devoted to monitoring, inspecting and enforcing conservation easements during the year ► _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)? Yes No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1 ► \$ _____

(ii) Assets included in Form 990, Part X ► \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items

a Revenues included in Form 990, Part VIII, line 1 ► \$ _____

b Assets included in Form 990, Part X ► \$ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's accession and other records, check any of the following that are a significant use of its collection items (check all that apply)

a Public exhibition d Loan or exchange programs
 b Scholarly research e Other
 c Preservation for future generations

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV

5 During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If "Yes," explain the arrangement in Part XIV and complete the following table

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If "Yes," explain the arrangement in Part XIV

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current Year	(b) Prior Year	(c) Two Years Back	(d) Three Years Back	(e) Four Years Back
1a Beginning of year balance					
1b Contributions					
1c Investment earnings or losses					
1d Grants or scholarships					
1e Other expenditures for facilities and programs					
1f Administrative expenses					
1g End of year balance					

2 Provide the estimated percentage of the year end balance held as

a Board designated or quasi-endowment ► %

b Permanent endowment ► %

c Term endowment ► %

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

(i) unrelated organizations	Yes	No
(ii) related organizations		

(i) unrelated organizations	Yes	No
(ii) related organizations		

(i) unrelated organizations	Yes	No
(ii) related organizations		

(i) unrelated organizations	Yes	No
(ii) related organizations		

(i) unrelated organizations	Yes	No
(ii) related organizations		

(i) unrelated organizations	Yes	No
(ii) related organizations		

(i) unrelated organizations	Yes	No
(ii) related organizations		

(i) unrelated organizations	Yes	No
(ii) related organizations		

(i) unrelated organizations	Yes	No
(ii) related organizations		

(i) unrelated organizations	Yes	No
(ii) related organizations		

(i) unrelated organizations	Yes	No
(ii) related organizations		

(i) unrelated organizations	Yes	No
(ii) related organizations		

(i) unrelated organizations	Yes	No
(ii) related organizations		

(i) unrelated organizations	Yes	No
(ii) related organizations		

(i) unrelated organizations	Yes	No
(ii) related organizations		

(i) unrelated organizations	Yes	No
(ii) related organizations		

(i) unrelated organizations	Yes	No
(ii) related organizations		

(i) unrelated organizations	Yes	No
(ii) related organizations		

(i) unrelated organizations	Yes	No
(ii) related organizations		

(i) unrelated organizations	Yes	No
(ii) related organizations		

(i) unrelated organizations	Yes	No
(ii) related organizations		

(i) unrelated organizations	Yes	No
(ii) related organizations		

(i) unrelated organizations	Yes	No
(ii) related organizations		

(i) unrelated organizations	Yes	No
(ii) related organizations		

(i) unrelated organizations	Yes	No
(ii) related organizations		

(i) unrelated organizations	Yes	No
(ii) related organizations		

(i) unrelated organizations	Yes	No
(ii) related organizations		

(i) unrelated organizations	Yes	No
(ii) related organizations		

(i) unrelated organizations	Yes	No
(ii) related organizations		

(i) unrelated organizations	Yes	No
(ii) related organizations		

(i) unrelated organizations	Yes	No
(ii) related organizations		

(i) unrelated organizations	Yes	No
(ii) related organizations		

(i) unrelated organizations	Yes	No
(ii) related organizations		

(i) unrelated organizations	Yes	No
(ii) related organizations		

(i) unrelated organizations	Yes	No
(ii) related organizations		

(i) unrelated organizations	Yes	No
(ii) related organizations		

(i) unrelated organizations	Yes	No
(ii) related organizations		

(i) unrelated organizations	Yes	No
(ii) related organizations		

(i) unrelated organizations	Yes	No
(ii) related organizations		

(i) unrelated organizations	Yes	No
(ii) related organizations		

(i) unrelated organizations	Yes	No
(ii) related organizations		

(i) unrelated organizations	Yes	No
(ii) related organizations		

(i) unrelated organizations	Yes	No
(ii) related organizations		

(i) unrelated organizations	Yes	No
(ii) related organizations		

(i) unrelated organizations	Yes	No
(ii) related organizations		

(i) unrelated organizations	Yes	No
(ii) related organizations		

(i) unrelated organizations	Yes	No
(ii) related organizations		

(i) unrelated organizations	Yes	No
(ii) related organizations		

(i) unrelated organizations	Yes	No
(ii) related organizations		

(i) unrelated organizations	Yes	No
(ii) related organizations		

(i) unrelated organizations	Yes	No
(ii) related organizations		

(i) unrelated organizations	Yes	No
(ii) related organizations		

(i) unrelated organizations	Yes	No
(ii) related organizations		

(i) unrelated organizations	Yes	No
(ii) related organizations		

(i) unrelated organizations	Yes	No
(ii) related organizations		

(i) unrelated organizations	Yes	No
(ii) related organizations		

(i) unrelated organizations	Yes	No
(ii) related organizations		

(i) unrelated organizations	Yes	No
(ii) related organizations		

(i) unrelated organizations	Yes	No
(ii) related organizations		

(i) unrelated organizations	Yes	No
(ii) related organizations		

(i) unrelated organizations	Yes	No
(ii) related organizations		

(i) unrelated organizations	Yes	No
(ii) related organizations		

(i) unrelated organizations	Yes	No
(ii) related organizations		

(i) unrelated organizations	Yes	No
(ii) related organizations		

(i) unrelated organizations	Yes	No
(ii) related organizations		

(i) unrelated organizations	Yes	No
(ii) related organizations		

(i) unrelated organizations	Yes	No
(ii) related organizations		

(i) unrelated organizations	Yes	No
(ii) related organizations		

||
||
||

Part VII Investments—Other Securities. See Form 990, Part X, line 12

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Financial derivatives		
Closely-held equity interests		
Other		
DELTA DENTAL INSURANCE COMPANY	4,885	C
DELTA REINSURANCE CORP	8,226,152	F
DDPA, INC	100	C
DENTEGRA	3,801,133	F
Total. (Column (b) should equal Form 990, Part X, col (B) line 12)	12,032,270	

Total. (Column (b) should equal Form 990, Part X, col (B) line 12) ► 12,032,270

Part VIII Investments—Program Related. See Form 990, Part X, line 13

(a) Description of investment type	(b) Book value	(c) Method of valuation
		Cost or end-of-year market value

Total. (Column (b) should equal Form 990, Part X, col (B) line 13)

Part IX Other Assets. See Form 990, Part X, line 15

(a) Description	(b) Book value

Total. (Column (b) should equal Form 990, Part X, col.(B) line 15.)

Part X Other Liabilities. See Form 990, Part X, line 25

2. FIN 48 Footnote In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48

Part XI Reconciliation of Change in Net Assets from Form 990 to Financial Statements

1 Total revenue (Form 990, Part VIII, column (A), line 12)	1	475,588,522
2 Total expenses (Form 990, Part IX, column (A), line 25)	2	468,260,049
3 Excess or (deficit) for the year Subtract line 2 from line 1	3	7,328,473
4 Net unrealized gains (losses) on investments	4	-422,318
5 Donated services and use of facilities	5	
6 Investment expenses	6	
7 Prior period adjustments	7	
8 Other (Describe in Part XIV)	8	
9 Total adjustments (net) Add lines 4 - 8	9	-422,318
10 Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	6,906,155

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1 Total revenue, gains, and other support per audited financial statements	1	187,454,914
2 Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a Net unrealized gains on investments	2a	
b Donated services and use of facilities	2b	
c Recoveries of prior year grants	2c	
d Other (Describe in Part XIV)	2d	
e Add lines 2a through 2d	2e	
3 Subtract line 2e from line 1	3	187,454,914
4 Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b Other (Describe in Part XIV)	4b	288,133,608
c Add lines 4a and 4b	4c	288,133,608
5 Total Revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12)	5	475,588,522

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1 Total expenses and losses per audited financial statements	1	180,126,441
2 Amounts included on line 1 but not on Form 990, Part IX, line 25		
a Donated services and use of facilities	2a	
b Prior year adjustments	2b	
c Other losses	2c	
d Other (Describe in Part XIV)	2d	
e Add lines 2a through 2d	2e	
3 Subtract line 2e from line 1	3	180,126,441
4 Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b Other (Describe in Part XIV)	4b	288,133,608
c Add lines 4a and 4b	4c	288,133,608
5 Total expenses Add lines 3 and 4c. (This should equal Form 990, Part I, line 18)	5	468,260,049

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

Identifier	Return Reference	Explanation
Other Revenue	Part XII, Line 4b	Administrative Service Contracts claim reimbursement revenue \$288,133,608
Other Expenses	Part XIII, Line 4b	Claims accrued for Administrative Service Contracts \$288,133,608
FIN 48 Footnote	Part X, Line 2	The Company is a tax-exempt organization organized under Section 501(c)(4) of the Internal Revenue Code and, as such, no provision for income taxes has been made in the financial statements. Current accounting guidance clarifies accounting for uncertainties in tax positions recognized in an entity's financial statements. The guidance prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. These tax positions include those where the Company is exempt from income taxes or not subject to income taxes or unrelated business income. The Company evaluated the impact of implementing the new accounting pronouncement and determined that it had no impact on the Company's financial statements.

**Schedule I
(Form 990)****2009****Grants and Other Assistance to Organizations,
Governments and Individuals in the United States**

Complete if the organization answered "Yes," to Form 990, Part IV, line 21 or 22.

► Attach to Form 990

**Open to Public
Inspection**Department of the Treasury
Internal Revenue ServiceName of the organization
Delta Dental of PennsylvaniaEmployer identification number
23-1667011**Part I General Information on Grants and Assistance**

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21 for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed. ►

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
See Additional Data Table							

2 Enter total number of section 501(c)(3) and government organizations ► 23

3 Enter total number of other organizations ►

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22. Use Schedule I-1 (Form 990) if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

Part IV **Supplemental Information.** Complete this part to provide the information required in Part I, line 2, and any other additional information.

Identifier	Return Reference	Explanation
Grant Approval	Part I, Line 2	<p>The organization awards grants for programs that foster dental health and education. Through these grants we help finance health, educational and research projects in dentistry, health and human services and civic and community affairs. The two grants are (1) the Dental Health and Education Contribution, which supports dental health and awareness programs, and (2) the Standard Dental Research Grant, which supports professional research related to dental health. Grants are awarded to groups who (1) provide dentistry for indigents, (2) provide dentistry for groups that are dentally underserved, (3) provide education to advance the awareness or the science of dentistry, (4) promote public dental health, and (5) are involved with community activities related to dental care. Grant Guidelines. Priority will go to projects that focus on issues related to the delivery of oral health care, including those with significant potential for improving oral health and reducing treatment costs. Priority consideration will go to researchers from the dental schools in the enterprise, but will not be limited to these institutions. Priority will go to two types of studies (1) Pilot or feasibility studies likely to enhance the investigator's chance for long-term funding from other sources, and (2) complete projects considered to be of interest to the health, education and research fund, for which other sources of funds are traditionally not available or sufficient. Priority will go to studies that evaluate the outcome of preventative and treatment procedures. Retrospective studies or those involving analysis of existing data should be considered, rather than long-term follow-up studies, in order to reduce the years required to obtain data. Overhead charges within each eligible grant will be limited to eight percent. The fund will normally make one to two standard research grants per year. Individual grants will generally not exceed \$40,000. Grants will be limited to one-year projects, subject to renewal. Except in special cases, an organization/entity will not be eligible for more than one grant during any year. A screening committee reviews all applications, with final grant decisions made by the fund's administrative committee.</p>

Software ID:
Software Version:
EIN: 23-1667011
Name: Delta Dental of Pennsylvania

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Kids Smiles Inc 2821 Island Avenue Suite 210 Philadelphia, PA 19153	30-0249717		8,000				To provide dental education and improved access to dental health care treatment
Mission of Mercy PO Box 102 Fairfield, PA 173200102	86-0704883		10,000				To provide dental education and improved access to dental health care treatment
CCBC Foundation 7200 Soller Point Road Baltimore, MD 212224649	20-3246676		10,000				To provide dental education and improved access to dental health care treatment
Healthlink Medical Center 1775 Sreet Road Southampton, PA 18966	23-2998707		10,000				To provide dental education and improved access to dental health care treatment
Bradford County Dental Health Services 1 Progress Plaza Suite 6 Towanda, PA 18848	23-2889300		10,000				To provide dental education and improved access to dental health care treatment
Centre Volunteers in Medicine 251 Easterly Parkway Suite 102 State College, PA 16801	25-1897969		10,000				To provide dental education and improved access to dental health care treatment
Crescent Park Dental Clinic Warren Gen Hospital Two Crescent Park West PO Box 68 Warren, PA 163650068	25-0965598		10,000				To provide dental education and improved access to dental health care treatment
St Joseph Medical Center PO Box 316 Reading, PA 196030316	23-2865460		10,000				To provide dental education and improved access to dental health care treatment
Susquehanna Health System Dental Clinic 1100 Grampian Blvd Williamsport, PA 170011995	23-2743470		10,000				To provide dental education and improved access to dental health care treatment
St Luke's Hospital & Health Network 801 Ostrum Street Bethlehem, PA 18015	23-1532213		7,500				To provide dental education and improved access to dental health care treatment

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
The Community Check-up Center 38C Hall Manor Harrisburg, PA 17104	25-1724315		10,000				To provide dental education and improved access to dental health care treatment
Hamilton Health Center 1821 Fulton Street Harrisburg, PA 171021522	23-1858363		10,000				To provide dental education and improved access to dental health care treatment
Community Health Clinic Fourth Avenue New Kingston, PA 15068	25-1308056		10,000				To provide dental education and improved access to dental health care treatment
Phoenixville Healthcare PO Box 591 Phoenixville, PA 19460	20-2556121		10,000				To provide dental education and improved access to dental health care treatment
United Way of the Capital Region 2235 Millinium Way Enola, PA 17025	23-1352095		36,367				To provide dental education and improved access to dental health care treatment
Misc Small Donations	06-1654816		15,060				To provide dental education and improved access to dental health care treatment
Chester County Community Dental 1131 Olive Street Coatesville, PA 19320			10,000				To provide dental education and improved access to dental health care treatment
Community Health and Dental Care 11 Robinson Street Ste 100 Pottstown, PA 19464	20-2764402		7,000				To provide dental education and improved access to dental health care treatment
Keystone Dental Care 767 5th Avenue Ste B-3A Chambersburg, PA 17201	25-1546810		10,000				To provide dental education and improved access to dental health care treatment
Primary Care Coalition of Montgomery County 8757 Georgia Avenue 10th Floor Silver Springs, MD 20910	52-1847976		10,000				To provide dental education and improved access to dental health care treatment

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Water Street Dental Clinic 210 South Prince Street Lancaster, PA 17604	23-2798318		10,000				To provide dental education and improved access to dental health care treatment
York Hospital Dental Center 912 South George Street York, PA 17403	23-3050192		10,000				To provide dental education and improved access to dental health care treatment
Community Health Clinic of Butler County 103 Bonnie Drive Butler, PA 16002	20-4852135		10,000				To provide dental education and improved access to dental health care treatment

Schedule J
(Form 990)**Compensation Information**

OMB No 1545-0047

2009**Open to Public
Inspection**Department of the Treasury
Internal Revenue Service

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees
► Complete if the organization answered "Yes" to Form 990, Part IV, question 23.
► Attach to Form 990. ► See separate instructions.

Name of the organization
Delta Dental of Pennsylvania**Employer identification number**

23-1667011

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items

<input checked="" type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use
<input checked="" type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence
<input type="checkbox"/> Tax indemnification and gross-up payments	<input checked="" type="checkbox"/> Health or social club dues or initiation fees
<input type="checkbox"/> Discretionary spending account	<input checked="" type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)

b If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply

<input checked="" type="checkbox"/> Compensation committee	<input checked="" type="checkbox"/> Written employment contract
<input checked="" type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study
<input type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization

a Receive a severance payment or change-of-control payment?

b Participate in, or receive payment from, a supplemental nonqualified retirement plan?

c Participate in, or receive payment from, an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III

Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of

a The organization?

b Any related organization?

If "Yes," to line 5a or 5b, describe in Part III

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of

a The organization?

b Any related organization?

If "Yes," to line 6a or 6b, describe in Part III

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs. section 53.4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
1b	Yes	
2	Yes	
4a		No
4b	Yes	
4c		No
5a		No
5b		No
6a		No
6b		No
7	Yes	
8		No
9		

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use Schedule J-1 if additional space needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions on row (ii). Do not list any individuals that are not listed on Form 990, Part VII

Note. The sum of columns (B)(i)-(iii) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a.

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8. Also complete this part for any additional information

Identifier	Return Reference	Explanation
Non-Fixed Compensation Payments	Part I, Line 7	The President of the organization, with Board of Directors approval, may grant an annual bonus to all management employees. These amounts are included in taxable compensation.
Supplemental Non-Qualified Retirement Plan	Part I, Line 4B	Three executives participated in the organization's supplemental nonqualified retirement plan - Roy M. Hilliard, Renee A. Fisher, and Philip N. Engle. Executives paid by a related organization also participate in a supplemental nonqualified retirement program provided by the related organization. Compensation attributable to such programs is included in Part II, Column (C).
Expense Reimbursement	Part I, Line 1A	First-Class travel--First class business travel is reimbursed to the Executive Vice Presidents. First class business travel for Senior Vice Presidents, Group Vice Presidents and Vice Presidents is reimbursed only when approval is received from their Executive Vice President. First class business travel is not treated as taxable compensation. Travel for companions--Travel for a spouse is reimbursed only to one Executive Vice President who must travel for business a major portion of the year. This travel reimbursement is part of taxable compensation. Health or social club dues--The President and Executive Vice Presidents may be reimbursed for one health or social club upon approval by the President. Three senior executives received this benefit in 2009. The cost of this benefit is included in taxable compensation. Personal Services--Financial and tax planning expenses are reimbursed to employees who are at the Director or above level of management. There is a company policy outlining the maximum reimbursement allowed for each management level. These reimbursements are included in taxable compensation of the reimbursed employees.
Compensation Paid by Related Organization	Part II, Line (II)	Five of the organization's officers are paid by a related organization. Accordingly, their compensation is reported in Line (II).

Software ID:
Software Version:
EIN: 23-1667011
Name: Delta Dental of Pennsylvania

Form 990, Schedule J, Part II - Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
	(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
Gary D Radine	(i) 0 (ii) 1,246,154	0 0	0 196,554	0 2,369,188	0 13,303	0 3,825,199	0 0
Anthony S Barth Sr	(i) 0 (ii) 726,923	0 0	0 38,481	0 2,369,560	0 18,529	0 3,153,493	0 0
Roy M Hilliard Sr	(i) 221,400 (ii)	110,600	333,500	25,725	13,705	704,930	0
Renee A Fisher	(i) 209,387 (ii) 0	1,100 0	262,500 0	24,727 0	15,013 0	512,727 0	0 0
Philip N Engle	(i) 211,846 (ii)	1,100	7,255	22,376	15,013	257,590	0
Michael J Castro	(i) 0 (ii) 493,269	0 0	0 52,866	0 966,464	0 18,529	0 1,531,128	0 0
Jeanne M Foster	(i) 229,397 (ii) 0	1,100 0	7,524 0	25,239 0	15,013 0	278,273 0	0 0
Cheryl A Lerner DMD	(i) 171,716 (ii) 0	950 0	9,331 0	18,159 0	14,586 0	214,742 0	0 0
Richard C Graybill	(i) 193,933 (ii) 0	1,100 0	8,045 0	20,493 0	6,243 0	229,814 0	0 0
Charles Lamont Esq	(i) 0 (ii) 337,115	0 0	0 39,670	0 182,348	0 13,026	0 572,159	0 0
Whitney H Sherbocker	(i) 145,385 (ii)	950	-4,104	15,373	14,703	172,307	0
Robert D Coover	(i) 109,454 (ii)	152,059	8,728	25,725	14,328	310,294	0
William G Reck	(i) 72,654 (ii) 0	169,113 0	10,364 0	25,421 0	6,867 0	284,419 0	0 0
Alvin E Sheets	(i) 73,349 (ii)	166,503	12,566	17,989	14,032	284,439	0
Alicia F Weber	(i) 0 (ii) 338,790	0 0	0 17,902	0 47,974	0 15,530	0 420,196	0 0
Richard Schon	(i) 107,792 (ii) 0	158,683 0	8,653 0	25,725 0	15,013 0	315,866 0	0 0
Christopher Davis	(i) 60,257 (ii) 0	192,339 0	2,566 0	25,546 0	15,254 0	295,962 0	0 0

Schedule L
(Form 990 or 990-EZ)**Transactions with Interested Persons**

OMB No 1545-0047

2009**Open to Public
Inspection**Department of the Treasury
Internal Revenue Service**Name of the organization**
Delta Dental of Pennsylvania**Employer identification number**

23-1667011

Part I Excess Benefit Transactions (section 501(c)(3) and section 501 (c)(4) organizations only).

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

1	(a) Name of disqualified person	(b) Description of transaction	(c) Corrected?
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Yes	No
-----	----

2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958 ► \$ _____

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization ► \$ _____

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a

(a) Name of interested person and purpose	(b) Loan to or from the organization?	(c) Original principal amount	(d) Balance due	(e) In default?	(f) Approved by board or committee?	(g) Written agreement?
	To From			Yes No	Yes No	Yes No

Total ► \$ _____

Part III Grants or Assistance Benefitting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of grant or type of assistance
-------------------------------	---	---

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?
				Yes No
Sovereign Bank	Joseph P. Beck, Jr	4,192,496	Premium Receipts	No
James D Isett DMD	Participating Provider	450,730	Dental Claim Payments	No
Eric N Hodges DMD	Participating Provider	143,013	Dental Claim Payments	No
Gregory W Pyle DMD	Participating Provider	120,511	Dental Claim Payments	No
Matthew E Simmons DDS	Participating Provider	145,390	Dental Claim Payments	No
Arnold L Freedman DDS	Participating Provider	134,311	Dental Claim Payments	No

SCHEDULE O
(Form 990)**Supplemental Information to Form 990****2009**

**Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
► Attach to Form 990.**

**Open to Public
Inspection****Name of the organization**
Delta Dental of Pennsylvania**Employer identification number**

23-1667011

Identifier	Return Reference	Explanation
Members and Stockholders	Part VI, Sec A, Lines 6-7	The organization has one class of members, designated Corporate Members, who are directors of Dentegra Group, Inc, the organization's parent holding company. The organization's directors vote on persons nominated as directors for endorsement to the Corporate Members, who elect the directors. The Corporate Members also must approve any changes to specified Bylaws provisions.
Process used to review Form 990	Part VI, Sec B, Line 11	The organization's CFO and legal counsel oversee the completion of the Form 990, and review it with the President/CEO and with the Board of Director's Audit Committee prior to filing.
Compliance with conflict of interest policy	Part VI, Sec B, Line 12c	Each director is required to complete a Conflict of Interest Disclosure Statement annually, and between annual statements is required to disclose any new position or relationship formed that potentially raises a conflict of interest. Legal counsel reviews these disclosures and reports the information to the full board of directors.
Written document retention and destruction policy	Part VI, Sec B, Line 14	A draft document retention and destruction policy is under consideration pending the testing of associated software being installed for management of electronic records.
Process for determining compensation	Part VI, Sec B, Lines 15a and b	Compensation paid to the CEO, which is paid through a contractual agreement with Dentegra Group, Inc ("DGI"), is reviewed and approved by the DGI directors. Vice presidents' compensation is either approved by the President or in accordance with the procedure of Delta Dental of California by whom they are employed. All compensation for the ensuing year is only approved after reviewing comparability data presented by an outside compensation consultant, an assessment of each officer's performance over the preceding year and the organization's program accomplishments for the year. This process was followed for 2009 compensation.
Process for making documents available to the public	Part VI, Sec C, Line 19	The organization annually includes major portions of its financial statement in a published annual report that is made available to persons or entities known to have an interest in the organization, and is available to the larger public upon request. Statutory financial statements are included in quarterly and annual returns to state Departments of Insurance regulating the organization which returns are available to the public. The organization does not make its governing documents or conflict of interest policy available to the public.
Transactions with Interested Persons	Schedule L, Part IV	Organization director Joseph P. Beck is an officer of Sovereign Bank.
Delta Dental Enterprise	Form 990, Part VII, Schedule J, Schedule R	The organization is a member of the Delta Dental of California enterprise companies, which include Delta Dental of California, Delta Dental of Pennsylvania and affiliate companies operating in 15 states, the District of Columbia, Puerto Rico and the U.S. Virgin Islands. The enterprise companies comprise one of the nation's largest dental benefits delivery systems covering 25 million enrollees and handling 36.8 million claims. Total revenue for the enterprise exceeded \$6.2 billion in 2009. The organization represents approximately 8% of total enterprise revenues.

**SCHEDULE R
(Form 990)****Related Organizations and Unrelated Partnerships****2009**

► Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
 ► Attach to Form 990. ► See separate instructions.

**Open to Public
Inspection**Department of the Treasury
Internal Revenue Service**Name of the organization**
Delta Dental of Pennsylvania**Employer identification number**

23-1667011

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" on Form 990, Part IV, line 33.)

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
Celebration Dental Services LLC 100 First Street San Francisco, CA 94105 59-3410497	Dental Svcs	FL			Delta Dental
Dentegra Insurance Holdings LLC 100 First Street San Francisco, CA 94105 94-3386049	Hldng Cmpny	DE			Dentegra Ins

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity
Delta Dental of Delaware Inc					
One Delta Drive Mechanicsburg, PA 17055 51-0228088	Dental Ins	DE	501(c)(4)		Dentegra Gro
Delta Dental of West Virginia Inc					
One Delta Drive Mechanicsburg, PA 17055 55-0523124	Dental Ins	WV	501(c)(4)		Dentegra Gro
Delta Dental of the District of Columbia					
One Delta Drive Mechanicsburg, PA 17055 52-1479587	Dental Ins	DC	501(c)(4)		Dentegra Gro
F Gene Dixon Foundation					
100 First Street San Francisco, CA 94105 37-1570764	Chantable	CA	501(c)(3)	PF	Dentegra Gro
Delta Dental of California					
100 First Street San Francisco, CA 94105 94-1461312	Dental Ins	CA	501(c)(4)		Dentegra Gro

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?
PACA Management LLC							Yes	No	Yes
One Delta Drive Mechanicsburg, PA17055 94-3277375	Ins Mgmt	DE		Mgmt			No		Yes

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership

See Additional Data Table

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35, or 36.)**Note.** Complete line 1 if any entity is listed in Parts II, III or IV**1** During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

- a** Receipt of (i) interest (ii) annuities (iii) royalties (iv) rent from a controlled entity
- b** Gift, grant, or capital contribution to other organization(s)
- c** Gift, grant, or capital contribution from other organization(s)
- d** Loans or loan guarantees to or for other organization(s)
- e** Loans or loan guarantees by other organization(s)
- f** Sale of assets to other organization(s)
- g** Purchase of assets from other organization(s)
- h** Exchange of assets
- i** Lease of facilities, equipment, or other assets to other organization(s)
- j** Lease of facilities, equipment, or other assets from other organization(s)
- k** Performance of services or membership or fundraising solicitations for other organization(s)
- l** Performance of services or membership or fundraising solicitations by other organization(s)
- m** Sharing of facilities, equipment, mailing lists, or other assets
- n** Sharing of paid employees
- o** Reimbursement paid to other organization for expenses
- p** Reimbursement paid by other organization for expenses
- q** Other transfer of cash or property to other organization(s)
- r** Other transfer of cash or property from other organization(s)

	Yes	No
1a		No
1b	Yes	
1c		No
1d		No
1e		No
1f		No
1g		No
1h		No
1i		No
1j		No
1k	Yes	
1l	Yes	
1m		No
1n		No
1o	Yes	
1p	Yes	
1q		No
1r		No

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds(a)
Name of other organization(b)
Transaction type(a-r)(c)
Amount involved

(1) See Additional Data Table

(2)

(3)

(4)

(5)

(6)

Part VI Unrelated Organizations Taxable as a Partnership (Complete if the organization answered "Yes" on Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Are all partners section 501(c)(3) organizations?	(e) Share of end-of-year assets	(f) Disproportionate allocations?	(g) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(h) General or managing partner?
			Yes No		Yes No		Yes No

Software ID:
Software Version:
EIN: 23-1667011
Name: Delta Dental of Pennsylvania

Form 990, Schedule R, Part IV - Identification of Related Organizations Taxable as a Corporation or Trust

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal Domicile (State or Foreign Country)	(d) Direct Controlling Entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income (\$)	(g) Share of end-of-year assets (\$)	(h) Percentage ownership
Delta Reinsurance Corporation CGI Tower 2nd Floor Warrens, St Michael BB22026 BB 98-0096711	Reinsurance	BB	NA	C corp			0 871 %
Dentegra Group Inc 100 First Street San Francisco, CA94105 94-3386049	Holding Compa	DE	N/A	C Corp			
Dentegra Insurance Company 100 First Street San Francisco, CA94105 75-1233841	Insurance Comp	DE	Delta Dental of	C Corp			0 200 %
Dentegra Insurance Co of New England 100 First Street San Francisco, CA94105 04-2890218	Insurance Comp	MA	Delta Dental of	C Corp			
Alpha Dental of Nevada Inc 100 First Street San Francisco, CA94105 88-0244893	Insurance Comp	NV	Delta Dental of	C Corp			
Alpha Dental of Utah Inc 100 First Street San Francisco, CA94105 86-0672505	Insurance Comp	UT	Delta Dental of	C Corp			
Alpha Dental Programs Inc 100 First Street San Francisco, CA94105 74-2447512	Insurance Comp	TX	Delta Dental of	C Corp			
Alpha Dental of Alabama Inc 100 First Street San Francisco, CA94105 63-0796079	Insurance Comp	AL	Delta Dental of	C Corp			
Alpha Dental of New Mexico Inc 100 First Street San Francisco, CA94105 33-0279230	Insurance Comp	NM	Delta Dental of	C Corp			
Alpha Dental of Arizona Inc 100 First Street San Francisco, CA94105 93-0939835	Insurance Comp	AZ	Delta Dental of	C Corp			
Dentegra Seguros Dentales SA Insurgentes Sur 826 Piso 15 Col del Valle MX	Insurance Comp	MX	Dentegra Ins	C Corp			
Delta Dental of Puerto Rico 14 Calle 2 Suite 200 Guaynabo 00968 RQ 66-0436769	Insurance Comp	RQ	Delta Dental of	C Corp			
Servicios Dentales Dentegra SA de CV Insurgentes Sur 826 Piso 15 Col del Valle MX	Ins Admin	MX	Dentegra Ins	C Corp			
Delta Dental Insurance Company 100 First Street San Francisco, CA94105 94-2761537	Insurance Comp	CA	Delta Dental of	C Corp			

Form 990, Schedule R, Part V - Transactions With Related Organizations

(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount Involved (\$)
(1) Delta Reinsurance Corporation	b	2,750,000
(2) Delta Dental of Delaware Inc	k	1,604,933
(3) Delta Dental of California	p	43,435
(4) Delta Dental of California	o	2,398,254
(5) PACA Management LLC	p	31,972,240
(6) Delta Dental of West Virginia Inc	k	1,515,326
(7) PACA Management LLC	l	7,169,018
(8) Delta Dental Insurance Company	k	177,943
(9) Delta Dental of California	k	15,122,051
(10) Delta Dental of California	l	8,979,546

Form 4562

Depreciation and Amortization
(Including Information on Listed Property)

OMB No 1545-0172

2009

Department of the Treasury
Internal Revenue Service

► See separate instructions. ► Attach to your tax return.

Attachment
Sequence No 67Name(s) shown on return
Delta Dental of PennsylvaniaBusiness or activity to which this form relates
GENERAL DEPRECIATIONIdentifying number
23-1667011**Part I Election To Expense Certain Property Under Section 179***Note: If you have any listed property, complete Part V before you complete Part I.*

1 Maximum amount See the instructions for a higher limit for certain businesses	1	\$ 125,000
2 Total cost of section 179 property placed in service (see instructions)	2	
3 Threshold cost of section 179 property before reduction in limitation (see instructions)	3	\$ 500,000
4 Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5 Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost	
6				
7 Listed property Enter the amount from line 29		7		
8 Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7			8	
9 Tentative deduction Enter the smaller of line 5 or line 8			9	
10 Carryover of disallowed deduction from line 13 of your 2008 Form 4562			10	
11 Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)			11	
12 Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11			12	
13 Carryover of disallowed deduction to 2010 Add lines 9 and 10, less line 11 ►	13			

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.**Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions.)**

14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15 Property subject to section 168(f)(1) election	15	
16 Other depreciation (including ACRS)	16	500,987

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)**Section A**

17 MACRS deductions for assets placed in service in tax years beginning before 2009	17	
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ►		

Section B—Assets Placed in Service During 2008 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property		25 yrs			S/L	
h Residential rental property		27 5 yrs	MM		S/L	
		27 5 yrs	MM		S/L	
i Nonresidential real property		39 yrs	MM		S/L	
			MM		S/L	

Section C—Assets Placed in Service During 2009 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year		12 yrs			S/L	
c 40-year		40 yrs	MM		S/L	

Part IV Summary (see instructions)

21 Listed property Enter amount from line 28	21	
22 Total Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions	22	500,987
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V

Listed Property (Include automobiles, certain other vehicles, cellular telephones, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A—Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? Yes No **24b** If "Yes," is the evidence written? Yes No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/Convention	(h) Depreciation/deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)					25			

26 Property used more than 50% in a qualified business use

	%							
	%							
	%							

27 Property used 50% or less in a qualified business use

	%			S/L -				
	%			S/L -				
	%			S/L -				

28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1

28

29 Add amounts in column (i), line 26 Enter here and on line 7, page 1

29

Section B—Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person

If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

30 Total business/investment miles driven during the year (do not include commuting miles)	(a) Vehicle 1	(b) Vehicle 2	(c) Vehicle 3	(d) Vehicle 4	(e) Vehicle 5	(f) Vehicle 6
31 Total commuting miles driven during the year						
32 Total other personal (noncommuting) miles driven						
33 Total miles driven during the year Add lines 30 through 32						
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person?						
36 Is another vehicle available for personal use?						

Section C—Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions)

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)		

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) A amortization for this year
42 A amortization of costs that begins during your 2009 tax year (see instructions)					

43 A amortization of costs that began before your 2009 tax year	43
44 Total. Add amounts in column (f) See the instructions for where to report	44

TY 2009 Itemized Other Assets Schedule

Name: Delta Dental of Pennsylvania**EIN:** 23-1667011

Corporation Name	Corporation EIN	Other Assets Description	Beginning Amount	Ending Amount
		Other Assets	1,102,961	

**TY 2009 Itemized Other Current Assets
Schedule****Name:** Delta Dental of Pennsylvania**EIN:** 23-1667011

Corporation Name	Corporation EIN	Other Current Assets Description	Beginning Amount	Ending Amount
		Other Current Assets	4,072	4,324

TY 2009 Other Deductions Schedule

Name: Delta Dental of Pennsylvania**EIN:** 23-1667011

Description	Foreign Amount (should only be used when attached to 5471 Schedule C Line 16)	Amount
Other Deductions		103,501,866

TY 2009 Itemized Other Investments Schedule

Name: Delta Dental of Pennsylvania**EIN:** 23-1667011

Corporation Name	Corporation EIN	Other Investments Description	Beginning Amount	Ending Amount
		Other Investments	149,904	

TY 2009 Other Income Statement

Name: Delta Dental of Pennsylvania**EIN:** 23-1667011

Description	Foreign Amount	Amount
Investment Income		24,330
Other Income		1,427,311

TY 2009 Paid-In or Capital Surplus Reconciliation Statement

Name: Delta Dental of Pennsylvania

EIN: 23-1667011

Description	Beginning Amount	Ending Amount
Paid-in Capital in Surplus	2,715,000	5,925,000